

RECORDATION NO. 29975 FILED

NOV 03 '11 -1 45 PM

SURFACE TRANSPORTATION BOARD

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November 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a General Conveyance and Bill of Sale, dated as of November 3, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Security Trustee/
Foreclosing
Secured Party/
Seller

Wells Fargo Bank Northwest, N A
299 South Main Street
Salt Lake City, UT 84111

Security Trustee/
Buyer

Wells Fargo Bank Northwest, N A
299 South Main Street
Salt Lake City, UT 84111

Chief
Section of Administration
November 3, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

11 railcars AOK 29174, 29204, 29217 - 29218, 29226, 29234, 29250,
29258, 29293, 29321 and 29346

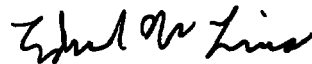
A short summary of the document to appear in the index is

General Conveyance and Bill of Sale

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M Luria

EML/sem
Enclosures

NOV 03 '11 -1 45 PM

GENERAL CONVEYANCE AND BILL OF SALE

SURFACE TRANSPORTATION BOARD

GENERAL CONVEYANCE AND BILL OF SALE, dated as of November 3, 2011, by:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, as security trustee (the "**Security Trustee**") under that certain Security Agreement, dated as of December 21, 2007 (as amended, supplemented and modified from time to time, the "**Security Agreement**"), among the Security Trustee, as security trustee, BBRX Five LLC, as borrower (the "**Borrower**"), Lloyds TSB Bank plc, as agent (the "**Agent**") and the lenders named therein (the "**Lenders**"), the Security Trustee, on behalf of the Lenders and the Agent, is hereby acting as the foreclosing secured party in a strict foreclosure under section 9-620 of the U.C.C. (as defined herein) (the Security Trustee, in its capacity as foreclosing secured party, the "**Seller**"),

-to-

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, as security trustee, as the transferee in a strict foreclosure under section 9-620 of the U.C.C. (in such capacity, as the foreclosing purchaser under such strict foreclosure, the "**Buyer**")

Pursuant to a strict foreclosure and exercise of remedies by the Security Trustee under (i) the Security Agreement and (ii) the Uniform Commercial Code in effect in New York (the "**U.C.C.**"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby GRANTS, BARGAINS, TRANSFERS, ASSIGNS, SETS OVER, CONVEYS AND DELIVERS UNTO the Buyer, on an "as-is, where-is" basis, without any recourse, representation or warranty whatsoever, all of Seller's right, title and interest, as the foreclosing secured party (including, the right, title and interest of the Borrower), in and to all of the "**Collateral**" (as defined in the Security Agreement), including, without limitation (collectively, all such Collateral, including all constituent rights, property and interests, the collectively, the "**Railcar Collateral Assets**").

- (a) all of the Equipment and all of the other Collateral as described in Section 2.2 of the Security Agreement, including, without limitation, the Equipment described in Schedule 1 hereto;
- (b) all rights, title and interest in each of the Leases (including, without limitation, the leases described in Schedule 2 hereto), the Assignment and Assumption Agreements and the Replacement Leases, along with all of the Borrower's rights under such agreements, all rights to payments and rents thereunder, the Transfer Documents, the Lockbox Agreement and all of the other Collateral as described in Section 2.3 of the Security Agreement,
- (c) the Collateral Account and all of the other Collateral as described in Section 2.4 of the Security Agreement,

- (d) the Lockbox Account, the Service Account and all of the other Collateral as described in Section 2.5 of the Security Agreement, and
- (e) all proceeds of the foregoing.

Seller hereby warrants to Buyer and its successors and assigns that, on the date hereof, (x) the Borrower has defaulted on its obligations secured by the Railcar Collateral Assets, (y) Seller has exercised its post default remedies with respect to the Railcar Collateral Assets and has the right, as foreclosing lender in accordance with applicable law, to effect the transfer, pursuant to a strict foreclosure under section 9-620 of the U.C.C., of the Railcar Collateral Assets to the Buyer, and (z) by reason of such foreclosure transfer by Seller to Buyer, Buyer is acquiring the rights of the Seller and the Borrower in and to the Railcar Assets Collateral free and clear of all interests of the Borrower and all interests subordinated to the interests of the Seller (including those held by the Borrower) pursuant to U.C.C. §§ 9-620 and 9-622. This Bill of Sale constitutes a transfer statement within the meaning of U.C.C. § 9-619.

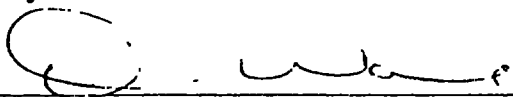
All capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Security Agreement. This General Conveyance and Bill of Sale is governed by the laws of the State of New York without regard to choice of law principles. This General Conveyance and Bill of Sale shall be binding upon the Borrower, the Seller and the Buyer, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof. This General Conveyance and Bill of Sale may be executed and delivered in multiple counterparts, any of which may be transmitted by facsimile or electronic (e-mail) transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This General Conveyance and Bill of Sale constitutes a transfer statement within the meaning of U.C.C. § 9-619

The execution of this General Conveyance and Bill of Sale shall not (i) except to the extent provided for under applicable law, be construed to be a waiver of any right or remedy of the Seller or any beneficiary thereof under the Security Agreement or any related loan agreement or related operative documents, all of which rights and remedies are hereby expressly reserved, or (ii) except to the extent provided for under applicable law, be construed to be a waiver of any right or remedy of the Seller or any beneficiary thereof under the Security Agreement or any related loan agreement or related operative documents for further effecting the strict foreclosure sale of the Collateral in multiple steps, all of which rights and remedies are hereby expressly reserved.

[General Conveyance and Bill of Sale – BBRX Five]

IN WITNESS WHEREOF, Wells Fargo Bank Northwest, National Association, as security trustee, as foreclosing secured party and Seller, has caused this General Conveyance and Bill of Sale to be duly executed and delivered the day and year first written above.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Security Trustee, as foreclosing secured party and Seller

By: 
Name: David Wall
Title: Assistant Vice President

Mailing Address for Seller:
Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attn: David Wall, Assistant Vice President

ACKNOWLEDGED AND AGREED:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Security Trustee, as Buyer

By: 
Name: David Wall
Title: Assistant Vice President

Mailing Address for Buyer:
Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attn: David Wall, Assistant Vice President

Mailing Address for Borrower:
BBRX Five LLC
c/o New Province Rail Partners, LLC
545 Steamboat Road
Greenwich, CT 06830
Attention: Leonard Shavel

[General Conveyance and Bill of Sale – BBRX Five]

State of Utah)

County of Salt Lake)

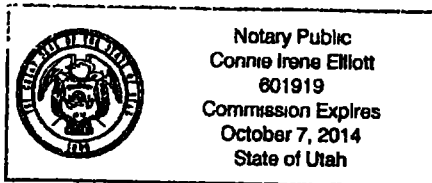
On this, the 2nd day of November, 2011, before me, a Notary Public in and for said County and State, personally appeared David Wall, who acknowledged himself/~~herself~~ to be a duly authorized person of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, as security trustee, as foreclosing secured party acting for and on behalf of Borrower, as lessor, and that, as such duly authorized person, he/~~she~~ executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Connie Elliott
Notary Public

My Commission Expires: 10/7/2014

Residing in: Salt Lake



SCHEDULE 1

EQUIPMENT

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR			Reporting Marks	Casualty Marks
					Car Type	Year Built			
1	Associated Electric Cooperative, Inc.	49	Aluminum Bethgons, 4520 CF	Johnstown America Corporation	J311	2-2001 47-2002		AECX, 5012, 5021, 8016, 8023, 8025, 8027, 8031, 8033, 8040, 8045-8046, 8061-8062, 8065, 8068, 8073-8074, 8093, 8095, 8101, 8104, 8106, 8111, 8113, 8134, 8143, 8148, 8154, 8160, 8166, 8178-8182, 8185-8186, 8188, 8196-8197, 8200-8201, 8207, 8223-8224, 8226, 8232-8233, 8238	None
2	BNSF Railway Company	99	5161 CF through-sill triple covered grain hopper railcars	Trinity North American	C114	2006		AOK, 65710-65763, 65765-65809	None
3	Canadian Pacific Railway Company	160	Aluminum Bethgons, 4480 and 4520 CF	Johnstown America Corporation	J311	119-1999 5-2001 21-2002 15-2004		BBLX, 990001-990119, BNBX, 5001-5002, 5004, 5008, 5015, 8001, 8007, 8015, 8029, 8036, 8056, 8067, 8070, 8078, 8107, 8112, 8117, 8124-8125, 8177, 8189, 8199, 8210, 8213, 8216, 8229, 503482, 503489, 503491, 503499, 503504, 503513, 503515, 503517-503519, 503523, 503526-503529	None
4	CSX Transportation, Inc	43	Aluminum Bethgons, 4480 CF	Johnstown America Corporation	J311	1999		BNBX, 6000-6040, 6042-6043	None

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR		Year Built	Reporting Marks	Casualty Marks
					Car Type	Type			
5	CSX Transportation, Inc. <i>returning, going to TTX</i>	128	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606		2003	AOK, 354616, 354624-354625, 354629-354631, 354633, 354635, 354639-354640, 354646, 354648, 354651-354653, 354657, 354664, 354667, 354669, 354676, 354680-354681, 354684, 354686, 354688, 354693, 354699, 354701-354705, 354707-354709, 354713, 354715, 354722-354724, 354732, 354738-354740, 354744-354745, 354750, 354754-354757, 354760-354762, 354764-354765, 354775, 354782, 354784-354785, 354794, 354797, 354799, 354802, 354809, 354812, 354816-354817, 354827-354828, 354834, 354837, 354841, 354844, 354856, 354858-354859, 354861-354863, 354870, 354874, 354876, 354882, 354890-354893, 354896, 354900-354903, 354907, 354909, 354911, 354915, 354918, 354920-354921, 354925-354926, 354929, 354934, 354939, 354946-354947, 354952, 354954, 354958, 354961, 354967, 354969-354970, 354975-354980, 354983-354985, 354987, 354989, 354993, 354995, 354999	None
6	CSX Transportation, Inc. <i>returning, going to TTX</i>	48	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606		2003	AOK, 354831, 354833, 354835, 354843, 354845, 354850, 354852-354853, 354855, 354857, 354873, 354878, 354880, 354883, 354886, 354894-354895, 354897, 354899, 354905, 354908, 354910, 354913-354914, 354916, 354922-354924, 354927-354928, 354932, 354942-354944, 354951, 354956-354957, 354959, 354964-354965, 354972-354974, 354981, 354986, 354990, 354996-354997	None

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	Description	AAR			Year Built	Reporting Marks	Casualty Marks
				Manufacturer	Car Type	Car			
7	CSX Transportation, Inc	123	Aluminum Bethgons	Johnstown America Corporation	J311		1999	BNBX, 99001-99002, 99300-99363, 99365-99399, 99401-99422	None
8	Iowa Interstate Railroad Ltd	75	66' Gondolas (w/bulkheads), 263K GRL	Gunderson	E735		1989	WCRC, 3000-3002, 3008, 3015, 3021, 3024, 3026, 3028, 3030-3032, 3034, 3038-3039, 3042-3043, 3048, 3050-3051, 3053, 3058-3060, 3063-3064, 3066-3067, 3073, 3077, 3080, 3082, 3086, 3090, 3092-3096, 3098, 3100, 3102, 3104, 3109, 3111, 3114, 3117-3119, 3125-3126, 3130, 3132-3133, 3135-3138, 3140-3141, 3144, 3148, 3151-3154, 3157, 3159, 3161, 3163, 3166-3167, 3169, 3172, 3174	None
9	Kansas City Power & Light Company <i>new lease, 150 cars returning from NRG</i>	150	Aluminum Bethgons, 4520 CF	Johnstown America Corporation	J311		2002 & 2001	BNBX, 5003, 5005-5007, 5009, 5011, 5013-5014, 5016-5020, 5022-5025, 5027-5030, 8003, 8008-8009, 8012, 8017-8020, 8022, 8024, 8026, 8028, 8030, 8032, 8034-8035, 8037-8038, 8041-8042, 8047-8053, 8055, 8057, 8059-8060, 8064, 8066, 8069, 8071-8072, 8075-8077, 8079, 8082-8083, 8085-8086, 8088-8090, 8092, 8094, 8096-8098, 8102-8103, 8108-8110, 8114, 8118-8119, 8123, 8126-8133, 8135-8137, 8139-8141, 8144, 8150-8153, 8155, 8157, 8159, 8161-8165, 8167, 8169-8172, 8174, 8183-8184, 8190-8192, 8194-8195, 8198, 8202-8203, 8205-8206, 8208-8209, 8212, 8215, 8218-8219, 8222, 8225, 8227, 8230-8231, 8234-8235, 8237, 8240-8241, 8243-8244, 8246, 8249-8250 (BNBX, 8247 and PSTX 8138 to be delivered)	None
10	Kansas City Southern Railway Company	95	Maxi-Stack I Five Unit Articulated 40' Well	Gunderson	S160		2007	AOK, 58140-58239 (excluding casualties)	AOK 58141, 58158, 58194,

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR Car Type	Year Built	Reporting Marks		Casualty Marks
			Intermodal Railcars						58212, 58226
11	Lehigh Cement Company	20	3230 CF PD covered hoppers	Trinity North American	C612	2006	GBRX, 65030-65049		None
12	Lone Star Industries, Inc.	49	Covered Hoppers, 3250 CF, round hatch	Thrall	C112	2001	LCEX, 350-395, 397-399		None
13	Soo Line Railroad Company <i>returning, going to UP</i>	48	Covered Coil Cars, 42' long	Alstom	E241	2001	AOK, 537000-537009, 537011, 537013-537049		None
14	Tennessee Valley Authority	118	Aluminum Bethgons, 4480 CF	Johnstown America Corporation	J311	1999	TVAX, 24881-24999 (excluding casualty)		TVAX 24988
15	Tennessee Valley Authority	120	Aluminum body Rotary AutoFlood III open top coal hoppers, 4200 CF	FreightCar America, Inc	K341	2006	TVAX, 26000-26124 (excluding casualties)		TVAX 26098, 26106, 26108, 26109, 26119
16	TTX Company <i>new lease, 182 cars returning from CSX</i>	6	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606	2003	TBOX; 889449, 889454, 889466, 889512-889513, 889522		None

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR		Year Built	Reporting Marks	Casualty Marks
					Car Type	Type			
17	Union Pacific Railroad Company	99	66' Gondolas (w/bulkheads), 263K GRL	Gunderson	E735		1989	WCRC, 3003-3007, 3009-3014, 3016-3020, 3022-3023, 3025, 3027, 3029, 3033, 3035-3037, 3040-3041, 3044-3047, 3049, 3052, 3054-3057, 3061-3062, 3065, 3068-3072, 3074-3076, 3078-3079, 3081, 3084-3085, 3087-3089, 3091, 3097, 3099, 3101, 3103, 3105-3108, 3110, 3112-3113, 3115-3116, 3120-3124, 3127-3129, 3131, 3134, 3139, 3142-3143, 3145-3147, 3149-3150, 3155-3156, 3158, 3160, 3162, 3164-3165, 3168, 3170-3171, 3173	None
18	Union Pacific Railroad Company <i>new lease, 48 cars returning from Soo Line</i>	0	Covered Coil Cars, 42' long	Alstom	E241		2001	See Soo Line	
19	Central Oregon & Pacific Railroad, Inc. (storage)	11	73' Riserless Centerbeam	Gunderson	F483		2004	AOK, 29174, 29204, 29217-29218, 29226, 29234, 29250, 29258, 29293, 29321, 29346	None
20	Puget Sound & Pacific Railroad (storage)	64	73' Riserless Centerbeam	Gunderson	F483		2004	AOK 29156, 29159, 29163, 29166, 29168, 29169, 29170, 29178, 29179, 29183, 29187, 29188, 29191, 29192, 29196, 29198, 29209, 29216, 29220, 29221, 29228, 29229, 29230, 29232, 29235, 29244, 29248, 29249, 29256, 29257, 29261, 29262, 29265, 29266, 29267, 29271, 29272, 29274, 29275, 29276, 29277, 29278, 29279, 29281, 29282, 29283, 29284, 29290, 29291, 29292, 29299, 29303, 29306, 29316, 29318, 29320, 29323, 29324, 29326, 29327, 29337, 29339, 29340, 29347	None

SCHEDULE 2

LEASES

Lease No. 1 - Associated Electric Cooperative, Inc.

Master Net Railcar Lease, dated as of January 18, 2011, between BBRX Five LLC and Associated Electric Cooperative, Inc.

Schedule No. 1 to Master Net Railcar Lease, dated as of January 18, 2011, between BBRX Five LLC and Associated Electric Cooperative, Inc.

Lease No. 2 - BNSF Railway Company

Limited Net Railcar Lease, dated as of April 15, 2011 and effective as of October 1, 2010, between BBRX Five LLC and BNSF Railway Company

Schedule No. 1 to Limited Net Railcar Lease, dated as of April 15, 2011 and effective as of October 1, 2010, between BBRX Five LLC and BNSF Railway Company.

Lease No. 3 - Canadian Pacific Railway Company

Not applicable

Lease No. 4 - CSX Transportation, Inc. #1

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 1 to Master Full Service Railcar Lease, dated as of August 11, 2010, effective as of April 23, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Amendment and Lease Extension No. 01 to Schedule No. 01 entered into as of October 17, 2011, effective as of May 1, 2011, between BBRX Five LLC and CSX Transportation, Inc.

Lease No. 5 - CSX Transportation, Inc. #2

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 2 to Master Full Service Railcar Lease, dated as of September 17, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Lease No. 6 - CSX Transportation, Inc. #3

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 3 to Master Full Service Railcar Lease, dated as of March 14, 2011, between BBRX Five LLC and CSX Transportation, Inc.

Lease No. 7 - CSX Transportation, Inc. #4

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 4 to Master Full Service Railcar Lease, dated as of March 14, 2011, between BBRX Five LLC and CSX Transportation, Inc.

Lease No. 8 - Iowa Interstate Railroad Ltd.

Master Full Service Railcar Lease, dated as of December 1, 2010, between BBRX Five LLC and Iowa Interstate Railroad Ltd.

Schedule No. 01 to Master Full Service Railcar Lease, dated as of December 1, 2010, between BBRX Five LLC and Iowa Interstate Railroad Ltd.

Lease No. 9 - Kansas City Power & Light Company

Master Full Service Railcar Lease, dated as of April 5, 2011, between BBRX Five LLC and Kansas City Power & Light Company

Schedule No. 01 to Master Full Service Railcar Lease, dated as of April 5, 2011, between BBRX Five LLC and Kansas City Power & Light Company

Lease Amendment No. 01 to Schedule No. 01 dated as of August 24, 2011 between BBRX Five LLC and Kansas City Power & Light Company

Lease No. 10 - Kansas City Southern Railway Company

Car Hire Lease Agreement, dated as of May 15, 2007, effective as of February 1, 2007, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company.

Rider No. 1 to Car Hire Lease Agreement, dated as of May 15, 2007, effective February 1, 2007, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company.

Assignment and Assumption Agreement, dated as of May 31, 2007, between Greenbrier Leasing Company LLC and Babcock and Brown Rail Funding LLC.

Amendment No. 1 to Rider No. 1 to Car Hire Lease Agreement, dated as of July 27, 2010, effective as of June 1, 2010, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company

Lease No. 11 - Lehigh Cement Company

Master Net Railcar Lease, dated as of November 17, 2006, effective as of August 1, 2006, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and Lehigh Cement Company

Schedule No. 3 to Master Net Railcar Lease, dated as of January 15, 2007, effective as of July 1, 2006, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and Lehigh Cement Company.

Assignment and Assumption Agreement, dated as of January 31, 2007, between Greenbrier Leasing Company LLC, as seller, and Babcock and Brown Rail Funding LLC, as buyer.

Assignment and Assumption Agreement, dated as of December 21, 2007, between Babcock and Brown Rail Funding LLC, as seller, and BBRX Five LLC, as buyer.

Lease No. 12 - Lone Star Industries, Inc.

Master Net Railcar Lease, dated as of June 26, 2001, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Schedule No. 1 to Master Net Railcar Lease, dated as of June 26, 2001, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc

Lease Amendment No 1, dated as of March 11, 2008, effective as of July 1, 2008, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Lease Extension Agreement No 1, dated as of March 21, 2011, effective as of July 1, 2011, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Lease No. 13 - Soo Line Railroad Company

Not applicable

Lease No. 14 - Tennessee Valley Authority #1

Master Net Railcar Lease, dated as of January 31, 2006, between Babcock and Brown Rail Leasing Co. and Tennessee Valley Authority.

Schedule No. 1 to Master Net Railcar Lease, dated as of January 31, 2006, between North American Rail Leasing #3 LLC (d/b/a Babcock and Brown Rail Leasing Co.) and Tennessee Valley Authority

Lease Extension Agreement No. 1 to Schedule No. 1 to Master Net Railcar Lease, dated as of November 7, 2008, effective as of March 31, 2009, between BBRX Five LLC (as assignee of North American Rail Leasing #3 LLC d/b/a Babcock and Brown Rail Leasing Co.) and Tennessee Valley Authority.

Lease No. 15 - Tennessee Valley Authority #2

Master Net Railcar Lease, dated as of August 10, 2005, between Babcock & Brown Rail Funding LLC and Tennessee Valley Authority.

Schedule No 6 to Master Net Railcar Lease, dated July, 12 2006, between Babcock & Brown Rail Funding LLC and Tennessee Valley Authority.

Lease Extension Agreement No 1 to Schedule No. 6 to Master Net Railcar Lease, dated as of March 4, 2011 and is effective as of October 1, 2010, between BBRX Five LLC (as assignee of Babcock & Brown Rail Funding LLC) and Tennessee Valley Authority.

Lease No. 16 – TTX Company

Master Net Railcar Lease dated as of August 19, 2011 between BBRX Five LLC and TTX Company.

Schedule No. 01 to Master Net Railcar Lease dated as of August 19, 2011 between BBRX Five LLC and TTX Company.

Lease No. 17 - Union Pacific Railroad Company #1

Master Lease Agreement, dated as of December 15, 2004, effective as of August 1, 2004, between Babcock and Brown Rail Leasing Co. and Union Pacific Railroad Company

Rider No. 3 to Master Lease Agreement, dated as of September 2, 2005, effective as of January 1, 2005, between North America Rail Leasing #3 LLC (d/b/a Babcock and Brown Rail Leasing) and Union Pacific Railroad Company.

Amendment to Rider No. 03, entered into as of May 11, 2011, between BBRX Five LLC (as assignee of The Grand Leasing Partnership, LLP and North American Rail Leasing #3 LLC) and Union Pacific Railroad Company

Lease No. 18 – Union Pacific Railroad Company #2

Not applicable

STORAGE AGREEMENT SUMMARIES

Storage Agreement No. 19 - Central Oregon & Pacific Railroad, Inc.

Non-hazardous Car Storage Agreement, dated as of August 31, 2009, effective as of August 1, 2009, between Central Oregon & Pacific Railroad and BBRX Five LLC.

Storage Agreement No. 20 - Puget Sound and Pacific Railroad

Non-hazardous Car Storage Agreement, dated as of August 31, 2009, effective as of August 1, 2009, between Puget Sound and Pacific Railroad and BBRX Five LLC.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

11/3/11

Edward M Luria

Edward M Luria